

RECORDATION NO. 26631 FILED

OCT 19 '06

1-33 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 19, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement dated as of October 19, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: United Bio Energy Fuels, LLC
2868 North Ridge Road
Wichita, KS 67205]

Mr. Vernon A. Williams
October 19, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

70 tank cars: TILX 193676 – TILX 193745.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on October 19, 2006 by Trinity Industries Leasing Company, a Delaware corporation (the "**Lessor**").

WITNESSETH:

Lessor and United Bio Energy Fuels, LLC, a Kansas limited liability company (the "**Lessee**") are parties to that certain Railroad Car Lease Agreement (the "**Lease Agreement**"), dated as of June 8, 2006, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, effective June 8, 2006 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING
COMPANY**

By: 

Name: *Eric Marchetto*

Title: *Vice President*

Executed on this 17th day of October, 2006

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 11th day of October 2006, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on October 11th, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Cathy I. Gott
Name:
Notary Public

My Commission Expires: 6-5-2010
Residing in Dallas Co.

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:

DOT 111A100W1 non-coiled, non-insulated tank cars

Quantity:

Seventy (70)

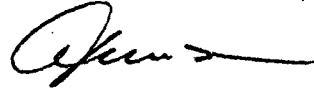
Road Numbers:

TILX 193676 - 193745

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/19/06



Robert W. Alvord